

Integra Holdings and its subsidiaries should be treated as nondominant with respect to the provision of international telecommunications to countries where Goldman's affiliated foreign carriers provide service.

- (n) **Certification that Applicants have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future:**

As evidenced by the signatures to this Application, Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

- (o) **Certifications by Parties that no party to this Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a):**

As evidenced by the signatures to this Application, Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 3301), that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Act of 1988.

- (p) **Streamlined Processing.**

The Applicants hereby request streamlined processing of this application. This application qualifies for streamlined processing pursuant to Section 63.12(c)(1)(ii), as the Applicants have demonstrated that Integra Holdings and its subsidiaries are entitled to a presumption of nondominance pursuant to Section 63.10(a)(3) with respect to the foreign carriers with which Goldman is affiliated.

V. **CONCLUSION**

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application.

Respectfully submitted,

**INTEGRA TELECOM HOLDINGS, INC.
ESCHELON TELECOM, INC.
ELECTRIC LIGHTWAVE, LLC**

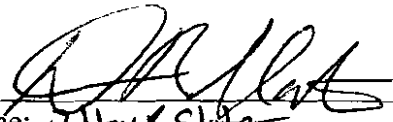
By: 

Michelle W. Cohen
Thompson Hine LLP
1920 N Street, NW
Washington DC 20036
michelle.cohen@thompsonhine.com
(202) 263-4151
(202) 331-8330
Their Attorney

July 22, 2009

Respectfully submitted on behalf of:


INTEGRA TELECOM HOLDINGS, INC.

By: 
Name: Dudley K. Slater
Title: CEO

July 20, 2009

Respectfully submitted on behalf of:

**INTEGRA TELECOM HOLDINGS, INC.
SUBSIDIARIES LISTED ON SCHEDULE I**

By: 
Name: Dudley R. Slater
Title: CEO

July 20, 2009

Respectfully submitted on behalf of Transferor:


**WARBURG PINCUS PRIVATE EQUITY X,
L.P.**

**By: Warburg Pincus X, L.P., as General
Partner**

**By: Warburg Pincus X LLC, its General
Partner**

**By: Warburg Pincus Partners LLC, its
Sole Member**

**By: Warburg Pincus & Co., its Managing
Member**

By: 
Name: ~~Jim Neary~~ James C. Neary
Title: Managing Director

July 20, 2009

Respectfully submitted on behalf of Transferor:

**BANC OF AMERICA CAPITAL
INVESTORS V, L.P.**

By: George Morgan
Name: George Morgan
Title: Authorized Signatory

July 22, 2009

Respectfully submitted on behalf of Transferor:

**BOSTON VENTURES LIMITED
PARTNERSHIP V**

By: 

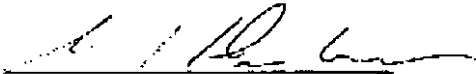
Name: Anthony J. Bolland

Title: Managing Director

July 20, 2009

Respectfully submitted on behalf of Transferee:

GOLDMAN, SACHS & CO.

By: 

Name:

Title: **ALBERT DOMBROWSKI**

AUTHORIZED SIGNATORY

July 21, 2009

Respectfully submitted on behalf of Transferee:

**SPECIAL VALUE OPPORTUNITIES FUND,
LLC**


SPECIAL VALUE EXPANSION FUND, LLC

**SPECIAL VALUE CONTINUATION
PARTNERS, LP**

**TENNENBAUM OPPORTUNITIES
PARTNERS, V, LP**

**By: Tennenbaum Capital Partners,
LLC, as Investment Manager**

By: _____


Howard M. Levkowitz
Managing Partner

July ~~10~~, 2009

Respectfully submitted on behalf of Transferee:

FARALLON CAPITAL PARTNERS, L.P.

**FARALLON CAPITAL INSTITUTIONAL
PARTNERS, L.P.**

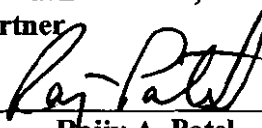
**FARALLON CAPITAL INSTITUTIONAL PARTNERS
II, L.P.**

**FARALLON CAPITAL INSTITUTIONAL PARTNERS
III, L.P.**

TINICUM PARTNERS, L.P.

**FARALLON CAPITAL OFFSHORE INVESTORS II,
L.P.**

By: **Farallon Partners, L.L.C., Their General
Partner**

By: 
Rajiv A. Patel,
Managing Member

FARALLON FCP, LTD.

FARALLON FCIP, LTD.

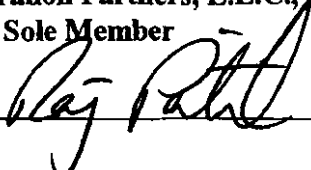
By: **Farallon Partners, L.L.C., Their
Administrative Trustee**

By: 
Rajiv A. Patel,
Managing Member

FARALLON FCOI II, INC.

By: **Farallon Partners Directors, L.L.C.,
Its Sole Director**

BY: **Farallon Partners, L.L.C.,
Its Sole Member**

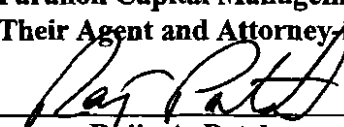
By: 
Rajiv A. Patel

**Rajiv A. Patel,
Managing Member**

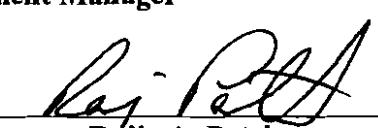
**FARALLON CAPITAL OFFSHORE INVESTORS,
INC.**

**FARALLON CAPITAL OFFSHORE INVESTORS III,
INC.**

**BY: Farallon Capital Management, L.L.C.,
Their Agent and Attorney-in-Fact**

BY: 
Rajiv A. Patel,
Managing Member

**FARALLON CAPITAL MANAGEMENT, L.L.C., as
Investment Manager**

BY: 
Rajiv A. Patel,
Managing Member

July 10, 2009

EXHIBIT A

DOMESTIC SUPPLEMENT TO JOINT INTERNATIONAL AND DOMESTIC APPLICATION FOR CONSENT TO TRANSFER CONTROL

- I. Pursuant to 47 C.F.R. § 63.04(b), the following information required by 47 C.F.R. 63.04(a)(6)-(a)(12) is supplied in connection with the attached Joint International and Domestic Application for Consent to Transfer Control.

(6) Description of the transaction:

See Description of Transaction section, above.

(7) A description of the geographic areas in which the transferor and transferees offer domestic telecommunications services, and what services are provided in each area:

The instant Transaction involves only the restructuring of Integra Telecom, the ultimate parent company of Integra Holdings and its subsidiaries, and will not result in any changes in service, except in very limited circumstances involving four business customers in Washington state. Integra previously determined that these limited customers (some which were legacy acquisition customers from a prior transaction) would be better served by an alternative carrier because these customers are not in areas where Integra actively markets; they are not in locations that Integra can readily provide technical support; and they are resale-only customers and thus have the underlying provider as an immediate alternative. Integra has consulted with these customers and the customers have indicated their intention to transition to an alternate carrier of their choosing. The transitioning of these customers to an alternate service provider will be finalized prior to consummation of this transfer of control. As discussed below, while Integra planned to transition these customers, doing so also negates any overlap concern from Goldman's interest in Cequel Communications, LLC ("Cequel"), and its operating

subsidiary, Suddenlink Communications ("Suddenlink"), which, after the transition of these customer accounts, will not have any known overlap with the Integra service areas.

Integra Holdings and its Integra-named subsidiaries provide local telephone service, long distance and international calling, and high-speed Internet access to small and mid-sized businesses in Idaho, Minnesota, North Dakota, Oregon, Utah and Washington. Electric Lightwave, a certificated carrier and a subsidiary of Integra Holdings, offers business customers a suite of integrated telecommunications products and services in metropolitan areas in Arizona, Oregon, Washington, Nevada, California, Utah, Idaho and New York. Electric Lightwave also provides long distance, data, Internet access and broadband transport services. Eschelon is also a certificated carrier and a subsidiary of Integra Holdings. Eschelon and/or its subsidiaries provides local and/or long-distance voice, data, internet services and business telephone systems in Minnesota, California, Colorado, Arizona, Montana, Utah, Nevada, Washington and Oregon, Idaho and New York.

Goldman holds a 30.82 percent interest in Cequel, and its operating subsidiary, Suddenlink, which provides communications, video and broadband services in Arkansas, California, Idaho, Kentucky, Louisiana, Maryland, Missouri, Mississippi, North Carolina, New Mexico, Nevada, Ohio, Oklahoma, Texas, Virginia, Washington and West Virginia.. The only known instance of potential overlap between the service areas of Suddenlink and Integra's operating subsidiaries occurs in areas of Washington where Integra currently provides service to four business customers. As previously disclosed, these customers plan to transition to an alternate service provider. Accordingly, post-consummation of the Restructuring there will be no service overlap between Integra and Suddenlink.

Goldman also has a 16.10 percent interest in Arcadian Networks, Inc., which provides wireless broadband services, primarily to utilities and heavy industries, in areas of Alabama, Arizona, Arkansas, California, Colorado, Florida, Georgia, Idaho, Illinois, Iowa, Kansas, Kentucky, Louisiana, Minnesota, Mississippi, Missouri, Montana, Nebraska, New Mexico, Nevada, North Dakota, Oklahoma, Oregon, South Dakota, Tennessee, Texas, Virginia, Washington, West Virginia, Wisconsin and Wyoming. Given that Integra and Arcadian Networks, Inc. provide different services, Applicants submit that Goldman's interests in both companies should not raise any overlap concerns.

Goldman also has a 39.30 percent interest in Global Tel*Link, which owns and operates prison payphones and public payphones and provides managed telecommunications services to inmates of state and county departments of corrections in Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Florida, Georgia, Idaho, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Jersey, New York, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, Tennessee, Texas, Virginia, Washington, West Virginia, Wisconsin and Wyoming. Given that Integra and Global Tel*Link focus on different customer bases – *i.e.*, Integra does not operate public or prison payphones – Applicants submit Goldman's interests in both companies should not raise any overlap concerns.

Goldman also has a 12.54 percent interest in Current Communications Group, a broadband over power line provider which provides VoIP services in Ohio. Given the Integra and Current Communications Group provide different services in different geographic areas, Applicants submit that Goldman's interests in both companies should not raise any overlap concerns.

The Tennenbaum Fund, Special Value Continuation Partners, LP, or SVCP, holds a 13.5 percent equity interest in ITC Deltacom, Inc., a facilities-based provider of integrated communications services principally to businesses in the Southeastern United States. ITC Deltacom, Inc. provides service in Louisiana, Mississippi, Tennessee, Alabama, North Carolina, South Carolina, Georgia and Florida. Any service provided by ITC Deltacom outside these states is incidental and minimal in nature. Given that Integra and ITC Deltacom, Inc. focus their service offerings in different geographic areas, Applicants submit that Tennenbaum's interests in both companies should not raise any overlap concerns.

Farallon holds a 10 percent or greater interest in Knology, Inc. Knology, Inc. provides television and bundled voice and data services to residential customers in Alabama, Florida, Georgia, Iowa, South Carolina, South Dakota and Tennessee. Any service provided by Knology, Inc. outside these states is incidental in nature. Given that Integra and Knology, Inc. focus their service offerings in different geographic areas, Applicants submit that Farallon's interests in both companies should not raise any overlap concerns.

Accordingly, other than as discussed above, there is no overlap in the geographic areas served by Integra and Transferees. And other than those interests disclosed above, Transferees have no cognizable interests in any domestic telecommunications providers.

(8) A statement as to how the Application fits into one or more of the presumptive streamlined categories in Section 63.03 or why it is otherwise appropriate for streamlined treatment:

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(1)(ii) of the Commission's Rules, as the Transferees are not domestic telecommunications providers. The proposed transaction involves the transfer of control

from existing shareholders to existing debt holders and changes with regard to the designation rights of the Board of Directors, and the transfer of control will not result in any change in service, except to the limited extent previously disclosed.

In addition, Integra Holdings and its subsidiaries qualify for streamlined treatment under Sections 63.03(b)(2)(i)-(ii) of the Commission's Rules. Integra Holdings and its subsidiaries, combined, have less than 10 percent market share in the interstate, interexchange marketplace and provide competitive telephone exchange services or exchange access service exclusively in geographic areas served by unaffiliated dominant local carriers, with the following exception: Integra Holdings and its subsidiaries are nondominant in all markets except a few exchanges in Minnesota where Integra Holdings' rural ILEC affiliate, Scott-Rice Telephone Co. ("SRTC"), provides service. Neither Integra Holdings nor any of its other subsidiaries provide service in SRTC's territory. Thus, Integra Holdings and its subsidiaries are non-dominant in all markets except those markets in Minnesota served by SRTC, and in SRTC's territory, Integra Holdings and its subsidiaries constitute a dominant carrier and non-dominant carriers that provide service exclusively outside the geographic area where the dominant carrier is dominant.¹⁸

(9) Identification of all other Commission applications related to the same transaction:

The attached Application for consent to the transfer of control related to the provision of international telecommunications services is being submitted herewith.

(10) A statement of whether the Applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

Applicants do not seek special consideration in this Application.

¹⁸ See 47 C.F.R. § 63.03(b)(2)(i)-(ii).

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction:

Applicants do not seek any waivers in conjunction with the transaction discussed in this Application.

(12) A statement showing how grant of the Application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

See Public Interest section, above.

**SCHEDULE I:
INTEGRA TELECOM, INC. SUBSIDIARIES**

Integra Telecom Holdings, Inc. (FRN: 0004257010)

FCC Section 214 International Authorization granted to Integra Telecom Holdings, Inc. in File No. ITC-214-19970820-00500.

The subsidiaries of Integra Telecom Holdings, Inc. identified below provide international wireline telecommunications services pursuant to this authorization:

Integra Telecom of Minnesota, Inc.
Scott-Rice Telephone Company
Integra Telecom of Oregon, Inc.
Integra Telecom of Washington, Inc.
Integra Telecom of North Dakota, Inc.
Integra Telecom of Utah, Inc.
Integra Telecom of Idaho, Inc.

Electric Lightwave, LLC (FRN: 0015577745)

FCC Section 214 International Authorizations granted to Electric Lightwave, LLC in File Nos. ITC-214-19940415-00137 and ITC-214-19980619-00425. Transfer of control to Integra Telecom Holdings, Inc. granted in ITC-T/C-20060306-00135.

Eschelon Telecom, Inc. (FRN: 0010289114)

FCC Section 214 International Authorization granted to Eschelon Telecom, Inc. in File No. ITC-214-19990729-00490. Transfer of control to Integra Telecom Holdings, Inc. granted in ITC-T/C-20070405-00134.

The subsidiaries of Eschelon Telecom, Inc. identified below provide international wireline telecommunications services pursuant to this authorization:

Advanced TelCom, Inc.
Shared Communications Services, Inc.
Oregon Telecom, Inc.
Eschelon Telecom of Minnesota, Inc.
Eschelon Telecom of Washington, Inc.
Eschelon Telecom of Colorado, Inc.
Eschelon Telecom of Nevada, Inc.
Eschelon Telecom of Arizona, Inc.
Eschelon Telecom of Utah, Inc.
Eschelon Telecom of Oregon, Inc.
United Communications, Inc. d/b/a UNICOM
Mountain Telecommunications of Arizona, Inc.
OneEighty Communications, Inc.

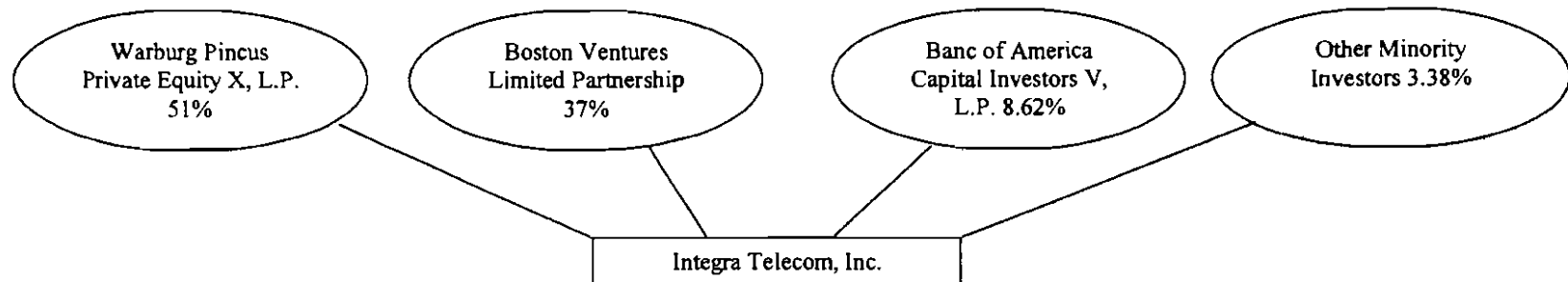
In addition, pursuant to FCC Rules, carriers hold blanket authority under Section 214 of the Communications Act to provide domestic interstate services and to construct, acquire, or operate any domestic transmission line.

SCHEDULE II:
INTEGRA TELECOM, INC. INVESTORS
BEFORE AND AFTER RESTRUCTURING TRANSACTION

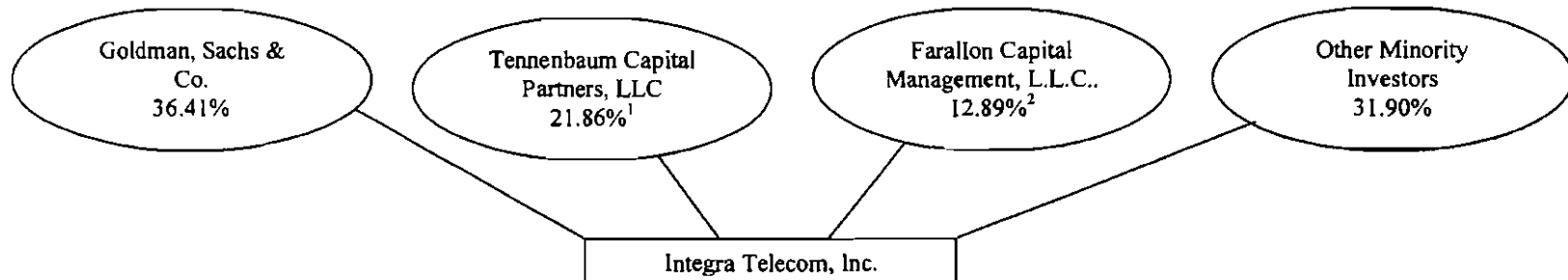
INTEGRA TELECOM, INC.

Current and New Investors
(all percentages are approximate)

CURRENT INVESTORS:



INVESTORS AFTER CONSUMMATION OF THE RESTRUCTURING TRANSACTION:



¹ Tennenbaum Capital Partners, LLC is the investment manager to four registered investment companies which, in the aggregate, will hold approximately 21.86 percent of the common stock of Integra Telecom, Inc.. Further details are provided in the Application.

² Farallon Capital Management, L.L.C. is the investment manager to eleven funds which, in the aggregate, will hold approximately 12.89 percent of the common stock of Integra Telecom, Inc. Further details are provided in the Application.